

UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
EASTERN DIVISION

LARRY STEVE MELTON, LARRY S. MELTON,
AND R & J OF TENNESSEE, INC.,

Plaintiffs,

vs.

BANK OF LEXINGTON branch of the BANK
OF FRIENDSHIP, TERESA HARRIS, B & H
INVESTMENTS, INC., BENNIE FESMIRE,
DIANE TUCKER, HAROLD WALDEN
BLANKENSHIP, DEAN BLANKENSHIP,
FRANKIE STANFILL, KEVIN CARTER,
The law firm of MILAM, CARTER & STANFILL,
REGINA MILLER, TODD HENDERSON,
WILLIAM WILHITE, DAVID RIDDICK,
The law firm of HOLMES, RICH, SIGLER &
RIDDICK, DON WEBSTER, JIMMY BARBOUR,
WALDON GWINN, JAMES PUTNAM, TIM
PILKINGTON, JAMES E. SMITH, M. V.
WILLIAMS, JR., INVESTMENT MANAGEMENT
FINANCE, INC., and JOHN DOES I, II, III and IV,

Defendants.

PROTECTIVE ORDER

NO: 1-02-1152 B

FILED IN OPEN COURT

DATE: 5/12/05

TIME: 2:10 PM

INITIALS: NW

This Order pertains to those certain documents which are the property of Federal Deposit Insurance Corporation, which are identified in Exhibit A attached hereto (and which are hereafter collectively referred to as "document"), whether produced by or obtained directly or indirectly; or in the form of a copy, extract, or complete or partial summary prepared in whole or in part from any such documents; or any portion of any deposition transcript and exhibits thereto which relates to such document; or any portion of any brief, memorandum, or any other writing and exhibit thereto filed with the District Court which discloses the contents of any such document. With respect thereto, the District Court hereby makes and enters the following Protective Order:

1. That no document or information contained therein or obtained therefrom shall be used for any purpose by the parties to this action, their agents and/or employees, except in connection with this litigation; nor delivered, exhibited or disclosed to any person except (a) the District Court, as provided in Paragraph 5; (b) in the course of depositions in this action, as provided in Paragraph 4; (c) the parties' attorneys of record in this action and such attorneys' employees; (d) such accountants or other experts as may be retained by the parties in this action or by their attorneys of record to assist in the preparation and trial of this action; (e) the parties and employees of the parties in this action; and (f) such persons to whom testimony or evidence is required to be given pursuant to subpoena or other legal process in this action.

2. At the time of the production of any document, whether in District Court or at the taking of a deposition, those portions thereof not material and relevant to this action, and the names of all persons whose identities are not material and relevant to this action, shall be excised from said document prior to the filing of same.

3. That any person to whom delivery, exhibition, or disclosure is made shall be advised of the terms of this Protective Order and shall execute in advance a stipulation of confidentiality in substantially the same form as that Stipulation attached to this Protective Order as Appendix A. Each such person, upon signature of said stipulation, shall be subject to and bound by this Protective Order.

4. Each portion of any deposition transcript referring to (or containing any exhibit referring to) any document or information contained therein or obtained therefrom shall be filed with the District Court under seal, together with any exhibits so contained. Counsel for the respective parties are directed to place any documents to be filed under seal with the Clerk of the District Court for the Western District of Tennessee, Eastern Division, pursuant to this Order, in

an envelope marked "sealed", and to file said documents directly with the supervisor of the filing window.

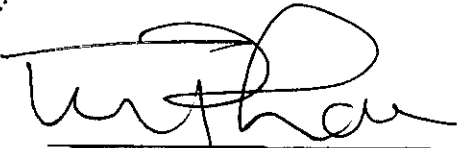
5. Any document, if filed with the District Court, shall be kept by the Clerk of the District Court under seal and shall be made available only to the District Court and persons authorized by the terms of this Protective Order to have access thereto. The party filing any such document shall be responsible for informing the Clerk of the District Court that it is subject to this Protective Order.

6. No document shall be copied except as part of a deposition transcript subject to the provisions of this Protective Order.

7. That, if any document should be used at jury trial for any purpose, the jury shall be instructed that the document contains confidential information which cannot be discussed or disclosed outside the District Court proceedings. When the said document is not being used in the courtroom proceedings, it shall be kept under seal by the Clerk of the District Court and only persons authorized by the terms of this Protective Order shall have access thereto.

8. That at the conclusion of this action, all documents in the possession or control of any person granted access to such documents, including all copies, extracts and summaries thereof, shall forthwith be returned to the Regional Director (Supervision) of the FDIC Dallas Region – Memphis Area Office at 5100 Poplar Avenue, Suite 1900, Memphis, Tennessee 38137.

DATED this 12 day of May 2005.


The Honorable ~~J. Daniel Breen~~ Tu M. Pham
Magistrate Judge of the United States District Court
For the Western District of Tennessee,
~~Eastern~~ Division
Western



Notice of Distribution

This notice confirms a copy of the document docketed as number 579 in case 1:02-CV-01152 was distributed by fax, mail, or direct printing on May 16, 2005 to the parties listed.

Beth Maloan
83 Bonaire Circle
Jackson, TN 38305

Jerry E. Mitchell
THOMASON HENDRIX HARVEY JOHNSON & MITCHELL
40 S. Main St.
Ste. 2900
Memphis, TN 38103--552

Bradley G. Kirk
CARTER STANFILL & KIRK
25 Natchez Trace Dr.
Lexington, TN 38351

John D. Burleson
RAINEY KIZER REVIERE & BELL
105 S. Highland Avenue
Jackson, TN 38302--114

William F. Burns
WATSON BURNS, LLC
One Commerce Square
Ste. 2600
Memphis, TN 38103

Milton Dale Conder
RAINEY KIZER REVIERE & BELL
105 S. Highland Ave.
P.O. Box 1147
Jackson, TN 38302--114

Jeffrey L. Griffin
HARRIS SHELTON DUNLAP COBB & RYDER
2700 One Commerce Square
Memphis, TN 38103

Richard Glassman
GLASSMAN EDWARDS WADE & WYATT, P.C.
26 N. Second Street
Memphis, TN 38103

Jeffrey L. Griffin
HARRIS SHELTON DUNLAP COBB & RYDER
One Commerce Square
Ste. 2700
Memphis, TN 38103

Craig C. Conley
THOMASON HENDRIX HARVEY JOHNSON & MITCHELL
40 South Main Street
Ste. 2900
Memphis, TN 38103

Tim Edwards
GLASSMAN EDWARDS WADE & WYATT, P.C.
26 N. Second Street
Memphis, TN 38103

John T. Downing
Federal Deposit Ins. Corp.
550 17th Street NW
Washington, DC 20429

L. Lee Harrell
HARRELL & HARRELL
110 Northwest Court Sq.
Trenton, TN 38382

William S Walton
MILLER & MARTIN
1200 One Nashville Place
150 Fourth Ave. North
Nashville, TN 37219--243

Larry S. Melton
116 Hidden Valley Cove
Lexington, TN 38351

James L. Kirby
HARRIS SHELTON DUNLAP COBB & RYDER
One Commerce Square
Ste. 2700
Memphis, TN 38103

R. Douglas Hanson
GLASSMAN EDWARDS WADE & WYATT, P.C.
26 N. Second Street
Memphis, TN 38103

Daniel D. Warlick
LAW OFFICE OF DAN WARLICK
611 Commerce Street
Ste. 2712
Nashville, TN 37203

John D. Stevens
RAINEY KIZER REVIERE & BELL
209 East Main Street
P. O. Box 1147
Jackson, TN 38302--114

Honorable J. Breen
US DISTRICT COURT